

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)	
)	
GCX Holdings Limited,)	WC Docket No. 21-_____
Transferor,)	File No. ITC-T/C-2021_____
)	File No. ITC-T/C-2021_____
Vanco US, LLC)	File No. ITC-T/C-2021_____
Vanco Solutions, Inc.)	
Reliance Globalcom Services, Inc.,)	
Licensee,)	
)	
and)	
)	
Reef Bidco Limited)	
Transferee,)	
)	
for Authority Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended, and)	
Sections 63.04 and 63.24 of the Commission's)	
Rules to Transfer Control of a Domestic and)	
International Section 214 Carrier)	

JOINT APPLICATION

I. INTRODUCTION

GCX Holdings Limited (“GCX” or “Transferor”), Vanco US, LLC (“Vanco US”), Vanco Solutions, Inc. (“Vanco Solutions”), Reliance Globalcom Services, Inc. (“RGSI”) (collectively “Licensees”), and Reef Bidco Limited (“RBL” or “Transferee”) (collectively, “Applicants”) respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Sections 63.04, 63.18 and 63.24 of the Rules of the Federal Communications Commission (“Commission” or “FCC”), 47 C.F.R. §§ 63.04, 63.18, 63.24, to transfer ownership and control of Licensees, which hold authority under Section 214 to provide domestic and international telecommunications services, from

Transferor to Transferee (the “Transaction”). The Transaction will result in a change in the ownership of Licensees.

II. DESCRIPTION OF THE APPLICANTS

A. Licensee

1. Vanco US, LLC

Vanco US is a Delaware limited liability company with a principal place of business in Aurora, Colorado. Vanco US provides domestic and international managed network, Ethernet, and private line services to enterprise customers. Vanco US holds international Section 214 authority to provide global or limited global facilities-based and resale services and relies on the blanket Section 214 authorization in 47 C.F.R. § 63.01 to provide domestic interstate services. Vanco US provides some intrastate services (mostly unregulated or private carriage), as requested from time to time by its customers. Vanco US provides service in Colorado, Florida, Indiana, Massachusetts, Michigan, New York, Oregon, Washington and Wisconsin.

2. Vanco Solutions, Inc.

Vanco Solutions is a Delaware corporation with a principal place of business in Aurora, Colorado. Vanco Solutions currently does not have any telecommunications service customers. Vanco Solutions can offer domestic and international services to enterprise customers. Previously, Vanco Solutions provided domestic and international managed network, Ethernet, and private line services to enterprise customers. Vanco Solutions holds international Section 214 authority to provide global or limited global facilities based and resale services.

3. Reliance Globalcom Services, Inc.

RGSI is a Delaware corporation with a principal place of business in Aurora, Colorado. RGSI does not have any customers. Previously, RGSI provided domestic and international managed network, Ethernet, and private line services to enterprise customers. RGSI holds

international Section 214 authority to provide global or limited global facilities based and resale services.

B. Transferor - GCX Holdings Limited

GCX is incorporated in Bermuda. GCX is the indirect parent of Licensees. Through its subsidiaries, GCX owns and operates submarine cable systems and competitive telecommunications service providers globally. In addition to Licensees, GCX's subsidiary, FLAG Telecom Limited, a Bermuda entity, owns and operates the FLAG Atlantic-1 System (connecting the United States, United Kingdom, and France). FLAG Telecom Networks USA, an indirect subsidiary of FLAG Telecom Limited, owns and operates the U.S.-territory portions of the FLAG Atlantic-1 System.

C. Transferee – Reef Bidco Limited

RBL is a private limited holding company incorporated under the laws of England and Wales. It is an indirect subsidiary of 3i Infrastructure plc ("3iN"), which is a Jersey public limited company (and United Kingdom tax resident company) that is listed on the London Stock Exchange (ticker: 3iN). 3iN is a listed investment fund and its portfolio consists of communications, energy, social infrastructure, transport and logistics, and utilities companies predominantly based in Europe. 3iN is managed by 3i Investments plc ("3i Investments"), which is a public limited company incorporated under the laws of England and Wales. 3i Investments is an investment manager that is a wholly-owned subsidiary of 3i Group plc ("3i Group"), which is a public limited company that is incorporated under the laws of England and Wales, and is based in London. 3i Group is an investment fund and fund manager, and is listed on the London Stock Exchange (ticker: III).

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of a Share Sale and Purchase Agreement (the "Agreement") dated as of November 17, 2021, by and among Transferor's stockholders (Bardin Hill Investment

Partners LP, Portsea Asset Management LLP, and Värde Partners Inc.) and Transferee, Transferee will acquire one hundred percent (100%) of the outstanding shares of stock and ownership interests of Transferor. As a result, at closing of the Transaction, the Licensees will each become indirect subsidiaries of 3i Infrastructure, which itself is managed by a subsidiary of 3i Group. For the Commission's reference, charts depicting the Applicants' current ownership structure, as well as the expected ownership structure post-closing are provided as **Exhibit A**.

IV. PUBLIC INTEREST STATEMENT

The Transaction offers significant public interest benefits without any countervailing public interest harms and should therefore be approved. The change in ultimate control of the Licensees will occur at the parent level and will not involve the assignment of operating authority, assets, or customers. Moreover, the Licensees will be able to draw upon the extensive financial, managerial and operational experience of 3i Group and its affiliates. The Transaction will result in the transfer of control of Licensees to a well-qualified company with a strong management team. Moreover, Licensees will be ultimately controlled by an entity (*i.e.*, 3i Group) which both the Commission and the Team Telecom reviewing agencies have extensively and thoroughly vetted recently. The Commission found that 3i Group's acquisition of a controlling interest in another licensed telecommunications provider was consistent with the public interest, convenience, and necessity.¹

At the same time, the management, operations and customer-facing teams of the Licensees will continue to manage their day-to-day businesses following completion of the Transaction. The Licensees thus will continue to be operated by highly experienced, well-

¹ See *International Authorizations Granted* Public Notice, 2019 WL 857619 (Int'l Bur. Feb. 21, 2019); *Domestic Section 214 Application Granted for the Transfer of Control of Tampnet Inc. to Colombo Topco Limited*, Public Notice, 2019 WL 762265 (WCB Feb. 15, 2019). Pursuant to these public notices, the Commission granted an application for the transfer of control of Tampnet Inc. from Brent Infrastructure I B.V. to Colombo Topco Limited, whose ultimate parent company is 3i Group.

qualified personnel. Licensees will have access to the operational and managerial resources of 3i Infrastructure and such support will strengthen their competitive position.

The Transaction will be seamless to Licensees' customers. Immediately following the Transaction, Licensee will continue to provide service to its customers at the same rates, terms, and conditions and without interruption. Any future changes in the rates, terms, or conditions of service will be undertaken in response to market conditions and consistent with any applicable federal and state requirements. The Transaction will not trigger any federal or state anti-slamming or bulk customer transfer rules because the certificated, customer-facing service provider will be unchanged. In fact, there will not be any system cutover or network-based transition for existing customers.

Finally, the Transaction will not diminish competition. RBL does not provide telecommunications services in the United States. And while its indirect affiliate, Tampnet Inc. provides telecommunications services in the United States, such services are limited to wireless and deep-water fiber broadband service offerings provided to offshore oil and gas exploration and production facilities, other maritime businesses, and Tier 1 mobile carriers in the Gulf of Mexico region, which is wholly unrelated to and distinct from the types of services Licensees offer. Therefore, they do not currently compete with the Licensees and the Transaction will not lessen competition in the markets currently served by Licensees.

V. INFORMATION REQUIRED BY SECTION 63.24(e), 63.18

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a)-(d) and (h)-(p) in support of this Application:

63.18 (a) Name, address and telephone number of each Applicant:

Licensees and Transferor

Vanco US, LLC **FRN: 0020057881**
3190 S. Vaughn Way, Suite 550
Aurora, Colorado 80014
Tel: +1 303-785-6440

Vanco Solutions, Inc. **FRN: 0020057964**
3190 S. Vaughn Way, Suite 550
Aurora, Colorado 80014
Tel: +1 303-785-6440

Reliance Globalcom Services, Inc. **FRN: 0008072803**
3190 S. Vaughn Way, Suite 550
Aurora, Colorado 80014
Tel: +1 303-785-6440

Transferor

GCX Holdings Limited **FRN: 0029061348**
World Business Centre 2
Newall Road
Middlesex
TW6 2SF
United Kingdom
Tel: +1 44-20-8636-1712

Transferee

Reef Bidco Limited **FRN: 0031667421**
16 Palace Street
London SW1E 5JD
United Kingdom
Tel: +1 44 20-7975-3131

63.18 (b) Jurisdiction of Organizations:

Transferor: GCX Holdings Limited is a Bermuda limited company.

Licensees: Vanco US, LLC is a Delaware limited liability company.
Vanco Solutions, Inc. is a Delaware corporation.
Reliance Globalcom Services, Inc. is a Delaware corporation.

Transferee: Reef Bidco Limited is an English private limited company.

63.18 (c) Correspondence concerning this Application should be sent to:

For Transferor and Licensees:

Andrew D. Lipman
Ulises R. Pin
Joshua M. Bobeck
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., NW
Washington, DC 20004
Tel: 202-739-3000
Fax: 202-739-3001
andrew.lipman@morganlewis.com
ulises.pin@morganlewis.com
joshua.bobeck@morganlewis.com

For Transferee:

K.C. Halm
John Nelson
Carolyn Mahoney
Davis Wright Tremaine LLP
1301 K St. NW Suite 500
Washington, DC 20005
Tel: 202-973-4200
Fax: 202-973-4499
kchalm@dwt.com
johnnelson@dwt.com
carolynmahoney@dwt.com

with a copy to:

Jocelyn Cho
General Counsel
World Business Centre 2
Newall Road
Middlesex
TW6 2SF
United Kingdom
Tel: +44 20-8636-1712
jcho@globalcloudxchange.com

with a copy to:

Edward Pike
Legal Counsel, 3i Infrastructure plc
16 Palace Street
London
SW1E 5JD
United Kingdom
Tel: +44 (0) 20 7975 3136
edward.pike@3i.com

63.18(d) Section 214 Authorizations

Transferor: GCX Holdings Limited does not hold any Section 214 authority.

Licensees: Vanco US, LLC holds blanket domestic Section 214 authority and holds international Section 214 authority granted in ITC-214-2007-0703-00260.

Vanco Solutions, Inc. holds blanket domestic Section 214 authority and holds international Section 214 authority granted in ITC-214-20070703-00260.

Reliance Globalcom Services, Inc. holds blanket domestic Section 214 authority and holds international Section 214 authority granted in ITC-214-2003-1104-00505.

Transferee: RBL does not hold any Section 214 authority.

63.18 (h) Ownership

Following consummation of the proposed Transaction, the following persons or entities will hold, directly or indirectly, a 10% or greater interest in Licensees as calculated pursuant to

the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Vanco US, LLC and Vanco Solutions, Inc.

VNO Direct Limited ("VNO Direct")

Address: World Business Centre 2, Newall Road, Middlesex, TW6 2SF, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: VNO Direct holds a 100% voting and economic interest in Vanco US, LLC and Vanco Solutions, Inc.

Vanco Group Limited ("Vanco Group")

Address: World Business Centre 2, Newall Road, Middlesex, TW6 2SF, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Vanco Group holds a 100% voting and economic interest in VNO Direct.

GCX Managed Services Limited ("GCX Managed Services")

Address: Cedar House, Cedar House, 3rd Floor, 41 Cedar Avenue, Hamilton HM 12, Bermuda

Place of Organization: Bermuda

Principal Business: Holding company

Relationship: GCX Managed Services holds a 100% voting and economic interest in Vanco Group.

GCX Global Limited ("GCX Global")

Address: World Business Centre 2, Newall Road, Middlesex, TW6 2SF, United Kingdom (registered address at Cedar House, 3rd Floor, 41 Cedar Avenue, Hamilton HM 12, Bermuda)

Place of Organization: Bermuda

Principal Business: Telecommunications

Relationship: GCX Global holds a 100% voting and economic interest in GCX Managed Services.

GCX Holdings Limited

Address: World Business Centre 2, Newall Road, Middlesex, TW6 2SF, United Kingdom (registered address at Cedar House, 3rd Floor, 41 Cedar Avenue, Hamilton HM 12, Bermuda)

Place of Organization: Bermuda

Principal Business: Telecommunications

Relationship: GCX Holdings Limited holds a 100% voting and economic interest in GCX Global.

Reef Bidco Limited

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Reef Bidco Limited will upon consummation of the Transaction (but does not currently) hold a 100% voting and economic interest in GCX Holdings Limited.

Reef Midco Limited

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Reef Midco Limited holds a 100% voting and economic interest in Reef Bidco Limited.

Reef Topco Limited

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Reef Topco Limited holds a 100% voting and economic interest in Reef Midco Limited.

3i Infrastructure plc²

Address: 12 Castle Street, Saint Helier, Jersey JE2 3RT

Place of Organization: Jersey

Principal Business: Listed investment fund

Relationship: 3i Infrastructure plc currently holds a 100% voting and economic interest in Reef Topco Limited. Upon consummation of the Transaction, 3i Infrastructure plc is expected to hold approximately a greater than 95% voting and economic interest in Reef Topco Limited.

3i Investments plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Investment manager

Relationship: 3i Investments plc currently is the exclusive investment manager to 3i Infrastructure plc. As a result, 3i Investments plc will have indirect control over the day-to-day management of Reef Bidco Limited.

3i plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: 3i plc holds a 100% voting and economic interest in 3i Investments plc.

² 3i Infrastructure is publicly listed on the London Stock Exchange (Ticker: 3IN).

3i Holding plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: 3i Holding plc holds a 100% voting and economic interest in 3i plc.

3i Group plc³

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Listed investment fund and fund manager

Relationship: 3i Group holds an approximate 30% equity interest in 3i Infrastructure plc⁴ and 100% of the voting and economic interest 3i Investments plc.

To Applicants' knowledge, upon closing the Transaction no other persons or entities are expected to hold 10% or more of the equity and/or voting interests, directly or indirectly, in Vanco and Vanco Solutions.

Reliance Globalcom Services, Inc.**Yipes Holdings, Inc. ("YIPES Holdings")**

Address: 3190 S. Vaughn Way, Suite 550, Aurora, Colorado 80014

Place of Organization: Delaware

Principal Business: Holding company

Relationship: YIPES Holdings holds a 100% voting and economic interest in Reliance Globalcom Services, Inc.

GCX Managed Services Limited ("GCX Managed Services")

Address: Cedar House, 3rd Floor, 41 Cedar Avenue, Hamilton HM 12, Bermuda

Place of Organization: Bermuda

Principal Business: Holding company

Relationship: GCX Managed Services holds a 100% voting and economic interest in YIPES Holdings.

GCX Global Limited ("GCX Global")

Address: World Business Centre 2, Newall Road, Middlesex, TW6 2SF, United Kingdom (registered address at Cedar House, 3rd Floor, 41 Cedar Avenue, Hamilton HM 12, Bermuda)

Place of Organization: Bermuda

Principal Business: Holding company

Relationship: GCX Global holds a 100% voting and economic interest in GCX Managed Services.

³ 3i Group plc is publicly listed on the London Stock Exchange (Ticker: III).

⁴ Other than 3i Group plc, no other individual or entity holds a direct or indirect voting or equity interest in 3i Infrastructure of 10% or more. The remaining shares of 3i Infrastructure are publicly held and widely dispersed.

GCX Holdings Limited

Address: World Business Centre 2, Newall Road, Middlesex, TW6 2SF, United Kingdom (registered address at Cedar House, 3rd Floor, 41 Cedar Avenue, Hamilton HM 12, Bermuda)

Place of Organization: Bermuda

Principal Business: Holding company

Relationship: GCX Holdings Limited holds a 100% voting and economic interest in GCX Global.

Reef Bidco Limited

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Reef Bidco Limited will upon consummation of the Transaction (but does not currently) hold a 100% voting and economic interest in GCX Holding Limited.

Reef Midco Limited

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Reef Midco Limited holds 100% voting and economic interest in Reef Bidco Limited.

Reef Topco Limited

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: Reef Topco Limited holds 100% voting and economic interest in Reef Midco Limited.

3i Infrastructure plc

Address: 12 Castle Street, Saint Helier, Jersey JE2 3RT

Place of Organization: Jersey

Principal Business: Listed investment fund

Relationship: 3i Infrastructure plc currently holds 100% voting and economic interest in Reef Topco Limited. Upon consummation of the Transaction, 3i Infrastructure plc will hold approximately a greater than 95% voting and economic interest in Reef Topco Limited.

3i Investments plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Investment manager

Relationship: 3i Investments plc currently is the exclusive investment manager to 3i Infrastructure plc. As a result, 3i Investments plc will have indirect control over the day-to-day management of Reef Bidco Limited.

3i plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: 3i plc holds a 100% voting and economic interest in 3i Investments plc.

3i Holding plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Holding company

Relationship: 3i Holding plc holds 100% voting and economic interest in 3i plc.

3i Group plc

Address: 16 Palace Street, London SW1E 5JD, United Kingdom

Place of Organization: United Kingdom

Principal Business: Listed investment fund and fund manager

Relationship: 3i Group holds an approximate 30% economic interest in 3i Infrastructure plc⁵ and 100% of the voting and economic interest 3i Investments plc.

To Applicants' knowledge, upon closing the Transaction no other persons or entities are expected to hold 10% or more of the equity and/or voting interests, directly or indirectly, in RGSI.

Interlocking Directorates

Neither GCX Holdings Limited nor Reef Bidco Limited have any interlocking directorates with foreign carriers. Licensees will continue to have the following interlocking directorates with foreign carriers:

Name: Brad Kneller

Entities: FLAG Atlantic UK Limited, FLAG Telecom Ireland DAC, FLAG Telecom España Network SAU, Flag Telecom Nederland B.V., FLAG Atlantic France SAS, Vanco Australasia Pty Limited, , Vanco GmbH, Vanco Switzerland AG, Vanco UK Limited, Euronet Spain SA, Vanco Srl, Vanco SAS, Vanco BV, Vanco Deutschland GmbH, Vanco Japan KK, and Vanco Sweden AB

Name: Victor Silkin

Entities: FLAG Atlantic UK Limited, FLAG Telecom Deutschland GmbH, FLAG Atlantic France SAS, Vanco GmbH, Vanco (Asia Pacific) Pte Limited, Vanco UK

⁵ Other than 3i Group plc, no other individual or entity holds a direct or indirect voting or equity interest in 3i Infrastructure of 10% or more. The remaining shares of 3i Infrastructure are publicly held and widely dispersed.

Limited, Vanco Global Limited, Vanco International Limited, Vanco Row Limited, Euronet Spain SA, Vanco SAS, Vanco Deutschland GmbH, and Vanco Japan KK

63.18 (i) Certification Regarding Foreign Carrier

Applicants certify that none is a foreign carrier. Licensees are affiliated with the following foreign carriers:

Vanco Australasia Pty Limited (Australia)
Vanco NV (Belgium)
FLAG Atlantic France SAS (France)
Vanco SAS (France)
FLAG Telecom Deutschland GmbH (Germany)
Vanco GmbH (Germany)
Vanco Deutschland GmbH (Germany)
FLAG Telecom Asia Limited (Hong Kong)
FLAG Telecom Ireland DAC (Ireland)
Vanco Srl (Italy)
FLAG Telecom Japan Limited (Japan)
Vanco Japan KK (Japan)
Seoul Telenet, Inc (Republic of Korea)
FLAG Telecom Nederland B.V. (Netherlands)
Vanco BV (Netherlands)
FLAG Telecom Singapore Pte. Limited (Singapore)
Vanco (Asia Pacific) Pte Limited (Singapore)
FLAG Telecom Espana Network SAU (Spain)
Euronet Spain SA (Spain)
Vanco Sweden AB (Sweden)
Vanco Switzerland AG (Switzerland)
FLAG Telecom Taiwan Limited (Taiwan)
FLAG Atlantic UK Limited (United Kingdom)
Vanco UK Limited (United Kingdom)
Vanco International Limited (United Kingdom)
Vanco ROW Ltd. (United Kingdom)
Vanco Global Limited (United Kingdom)
VNO Direct Limited (United Kingdom)

Following the Transaction's close, Licensees will also be affiliated with the following foreign carriers:

Tampnet AS (Brazil, Canada, Denmark, Germany, Netherlands, Norway, United Kingdom)
Tampnet Canada Inc. (Canada)
Tampnet Netherlands B.V. (Netherlands)
Tampnet Oceania Pty Ltd (Australia)
Tampnet Serviços de Telecomunicação Ltda (Brazil)
Tampnet Sweden AB (Sweden)

Tampnet Telecom do Brasil Ltda (Brazil)
Tampnet UK Ltd. (United Kingdom)

63.18 (j)

Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) Any Applicant is a foreign carrier in that country;
- (2) Any Applicant controls a foreign carrier in that country;
- (3) Except as identified above, any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) Except as identified above, two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

63.18 (k)

No response is required, as the Applicants did not identify any non-WTO markets in response to 47 C.F.R. § 63.18(j).

63.18 (l)

Not applicable.

63.18 (m)

Applicants presumptively qualify for non-dominant treatment pursuant to Section 63.10(a)(3) of the Commission's Rules. Each of the Licenses' affiliates hold significantly less than a 50-percent market share in the international transport and local access markets in its respective country.

63.18 (n)

As evidenced by the signature of each Applicant to this Application, Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market

power on the foreign end of the route and will not enter into such agreements in the future.

63.18 (o)

As evidenced by the signature of each Applicant to this Application, Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

63.18 (p)

Although Applicants are not requesting streamlined processing pursuant to Section 63.12(c)(1)(ii) of the Commission's Rules, 47 C.F.R. § 63.12(c), Applicants qualify for a presumption of non-dominance under Section 63.10(a)(3) because each of their affiliates lack a 50% market share in the relevant service market on the foreign end of all routes. Further, the Commission has recently evaluated the public interest benefits of 3i Group's position as a controlling interest holder in licensed telecommunications providers and found such interests to be consistent with the public interest.⁶ Therefore, the Commission should expeditiously approve this application, and accompanying applications.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

63.04(a)(6): Description of the Transaction

A description of the proposed Transaction is set forth in **Section III** above.

63.04(a)(7): Geographic Areas Served

The Applicants and their affiliates offer domestic telecommunications services in the U.S. as follows:

⁶ *See supra* note 1 and accompanying text.

Transferor: GCX is not authorized to provide domestic or telecommunications services.

Licensee: Vanco US provides domestic and international managed network, Ethernet, and private line telecommunications services to enterprise.

Vanco Solutions does not provide domestic or international telecommunications services at this time.

RGSI does not provide domestic or international telecommunications services at this time.

Transferee: RBL is not is not authorized to provide domestic telecommunications services.

63.04(a)(9): Additional FCC Applications

By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). In conjunction with this Application the Applicants are also filing a parallel application for consent to transfer control of the submarine cable landing license for the FLAG Atlantic-1 system currently licensed to FLAG Telecom Limited to Transferee.

63.04(a)(10): Special Consideration Requests

Although no party to the Transaction is facing imminent business failure, prompt completion of the proposed Transaction is important to ensure that Applicants can obtain the benefits described in this Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously.

63.04(a)(11): Waiver Requests

No waiver requests are being filed in conjunction with the Transaction.

63.04(a)(12): Public Interest Statement

A statement showing how grant of the Application will serve the public interest, convenience, and necessity is provided in **Section IV** above.

VII. NATIONAL SECURITY CONSIDERATIONS

Licensees have provided a Letter of Assurances dated November 25, 2020, to the U.S. Department Justice, providing certain commitments with regard to their licenses and operations (“LOA”).⁷ By their signatures herein, Applicants certify that after the closing of the Transaction, they will continue to abide by the commitments made in the LOA.

VIII. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

/s/

Andrew D. Lipman
Ulises R. Pin
Joshua M. Bobeck
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., NW
Washington, DC 20004
Tel: 202-739-3000
Fax: 202-739-3001
andrew.lipman@morganlewis.com
ulises.pin@morganlewis.com
joshua.bobek@morganlewis.com

Counsel for Transferor and Licenses

/s/

K.C. Halm
John Nelson
Carolyn Mahoney
Davis Wright Tremaine LLP
1301 K St. NW Suite 500
Washington, DC 20005
Tel: 202-973-4200
Fax: 202-973-4499
kchalm@dwt.com
johnnelson@dwt.com
carolynmahoney@dwt.com

Counsel for Transferee

November 24, 2021

⁷ Licensees’ affiliate FLAG Telecom Limited has entered into a separate LOA regarding its submarine cable landing license.

EXHIBIT A

CURRENT AND POST-OWNERSHIP STRUCTURE OF LICENSEES

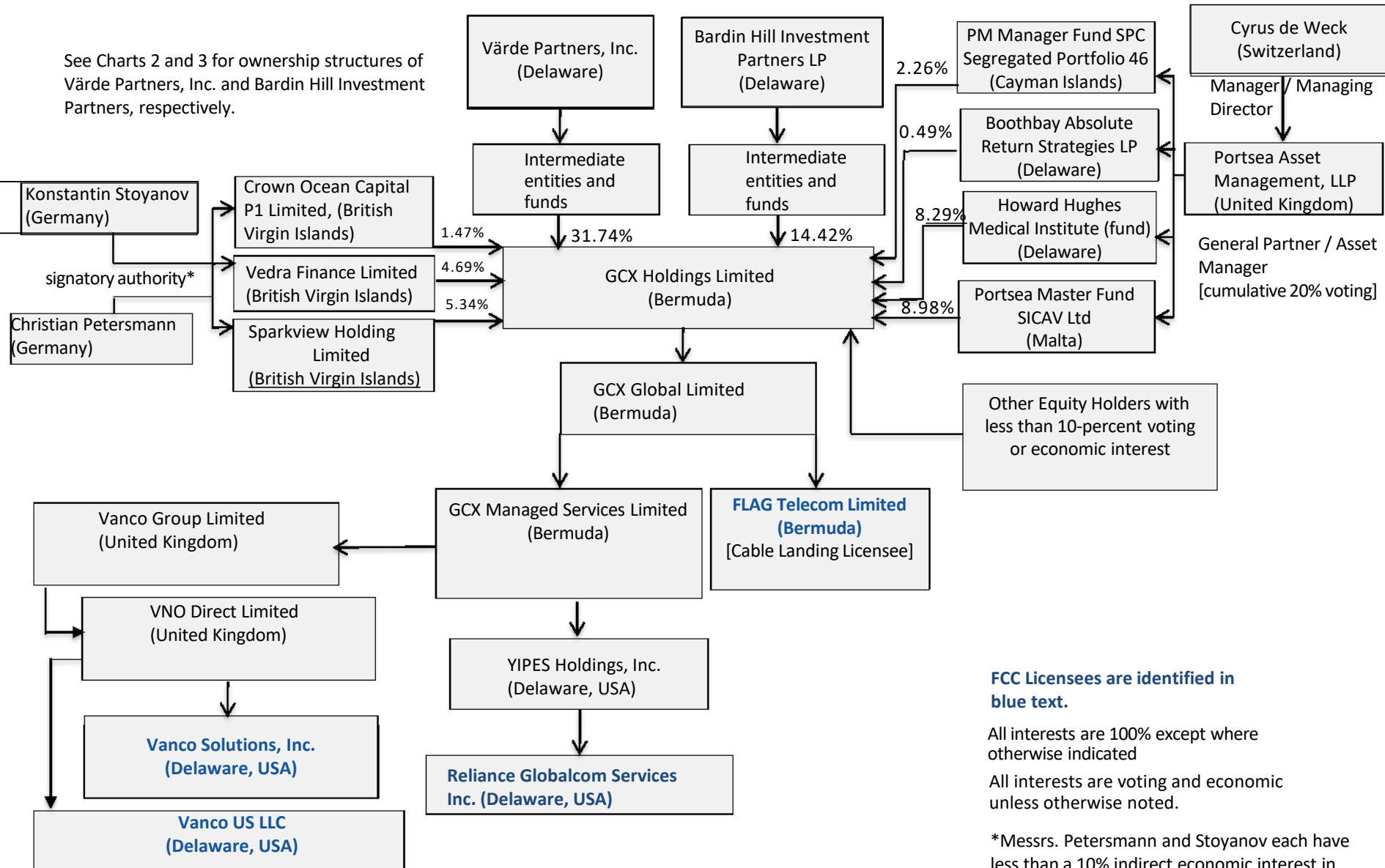
**Applicant's Pre-Close
Disclosable Interest Holder Ownership
Structure**

GCX Holdings Limited and Authority Holders

Ownership Structure

Chart 1

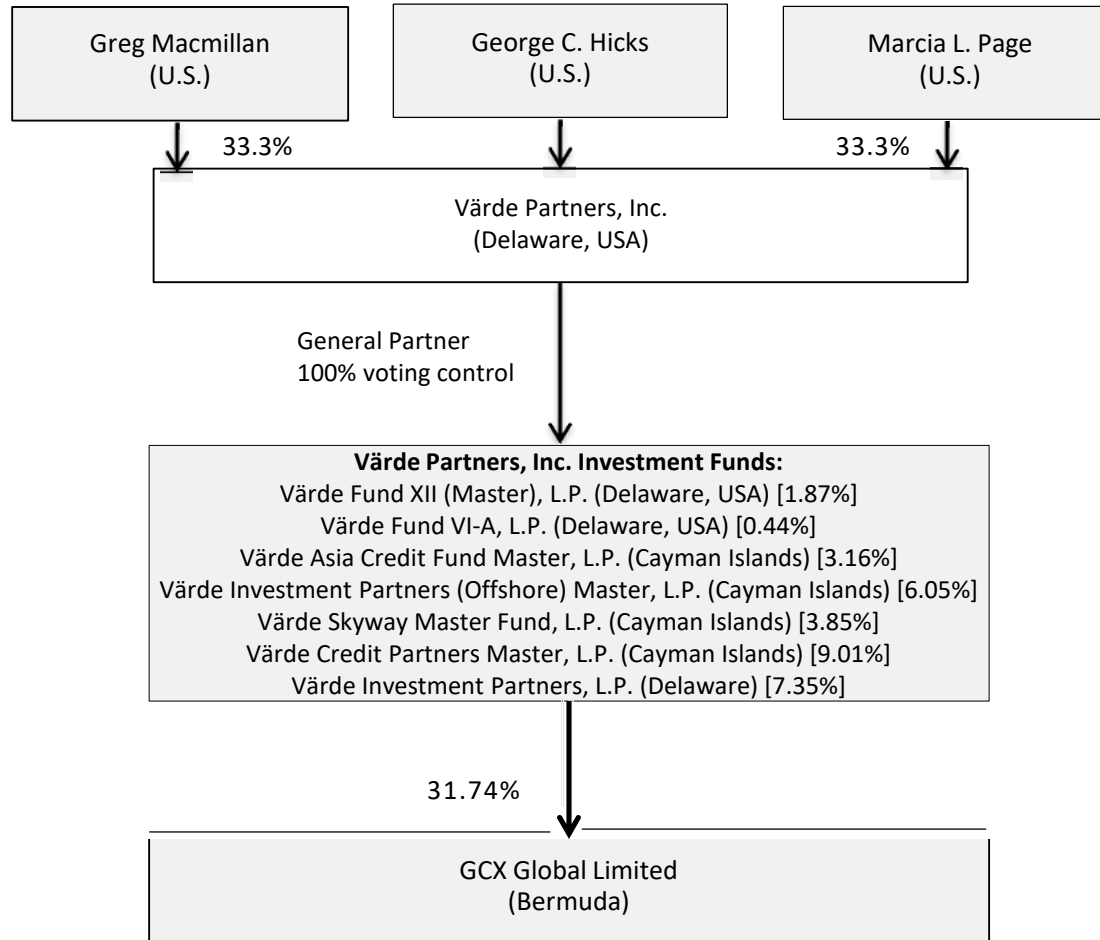
See Charts 2 and 3 for ownership structures of Värde Partners, Inc. and Bardin Hill Investment Partners, respectively.



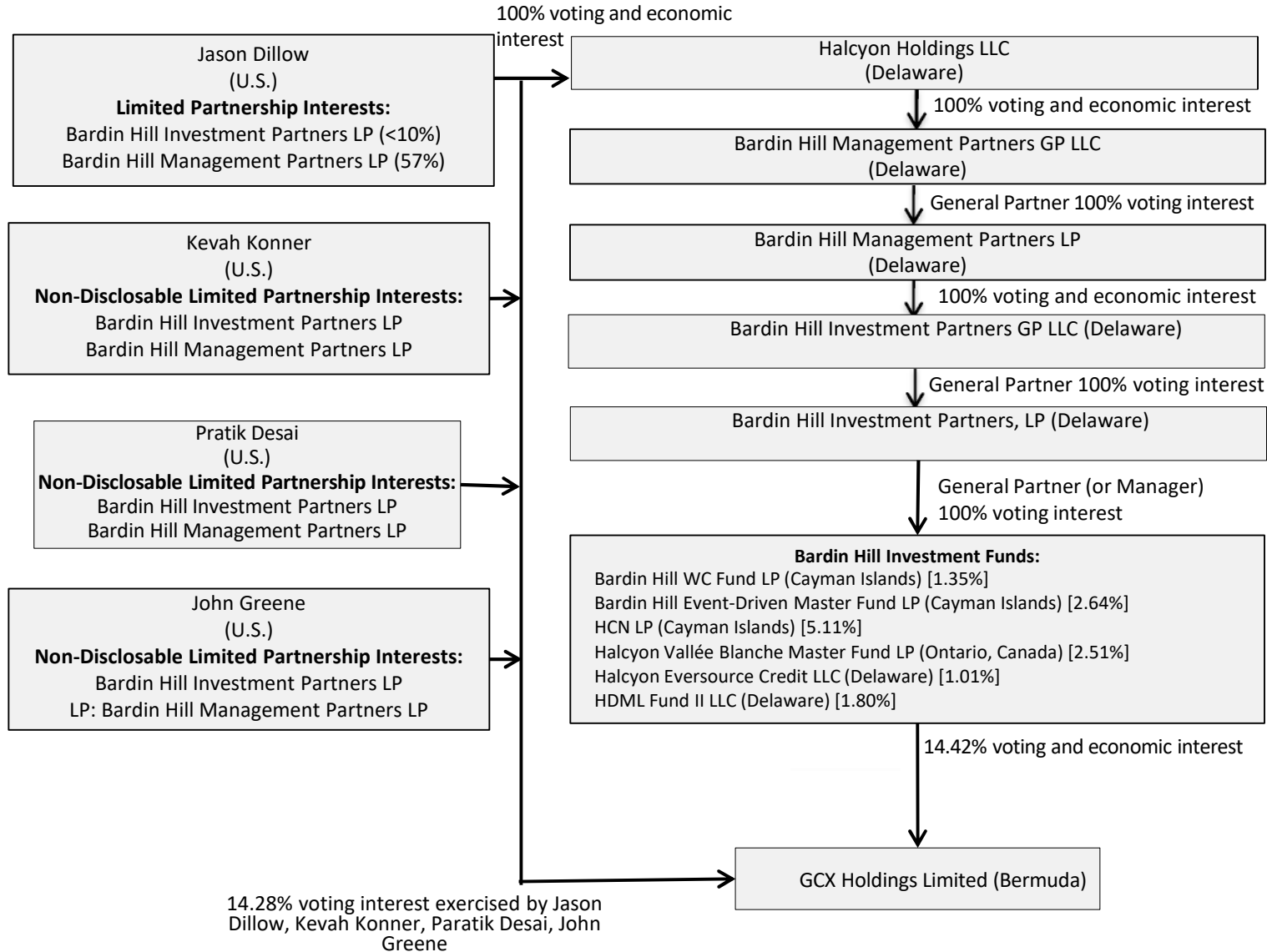
Värde Partners, Inc. Ownership Structure

Chart 2

All interests are voting and economic
unless otherwise stated

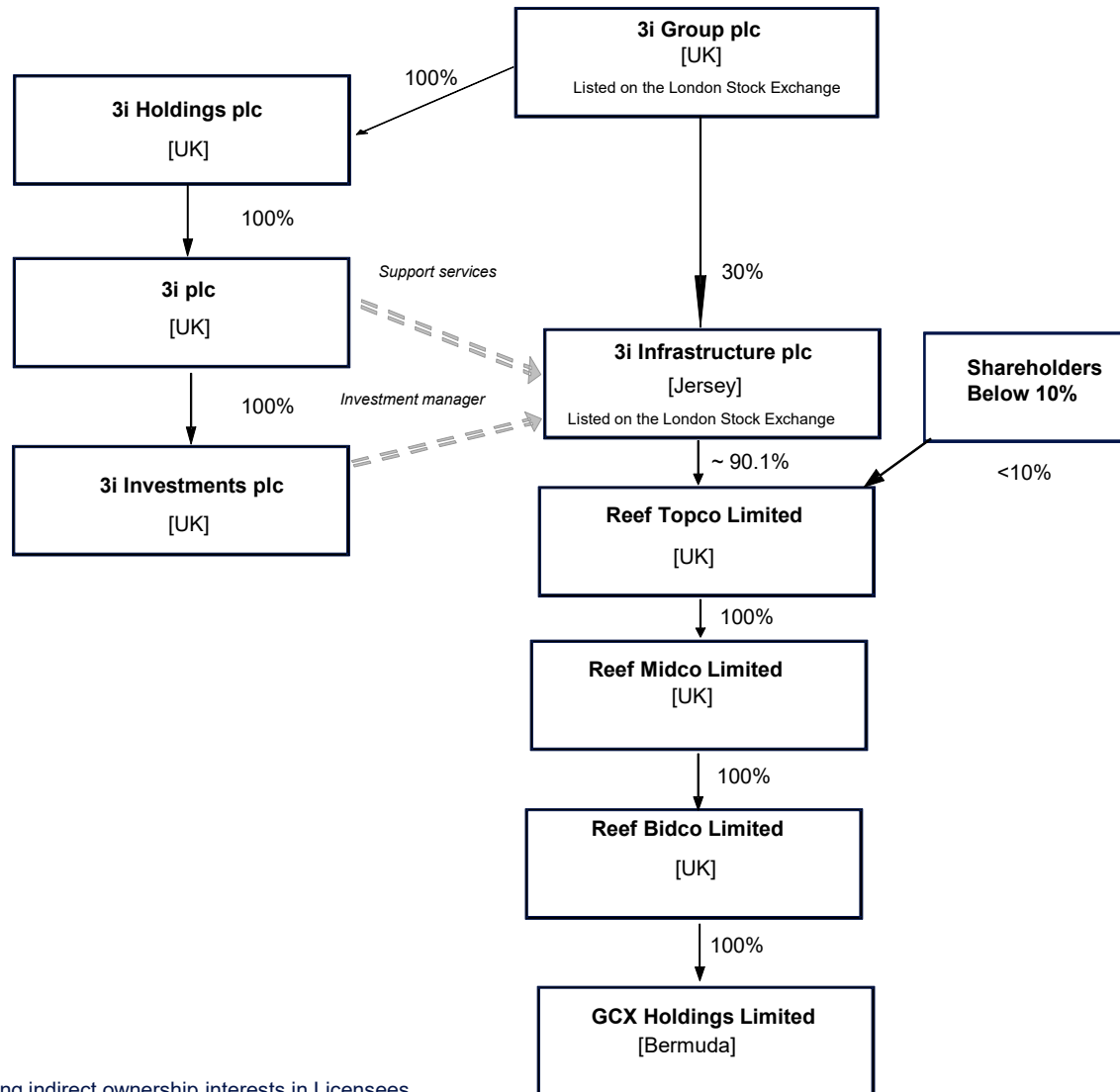


**Bardin Hill Ownership
Structure**
Chart 3



**Applicant's Post-Close
Disclosable Interest Holder Ownership
Structure**

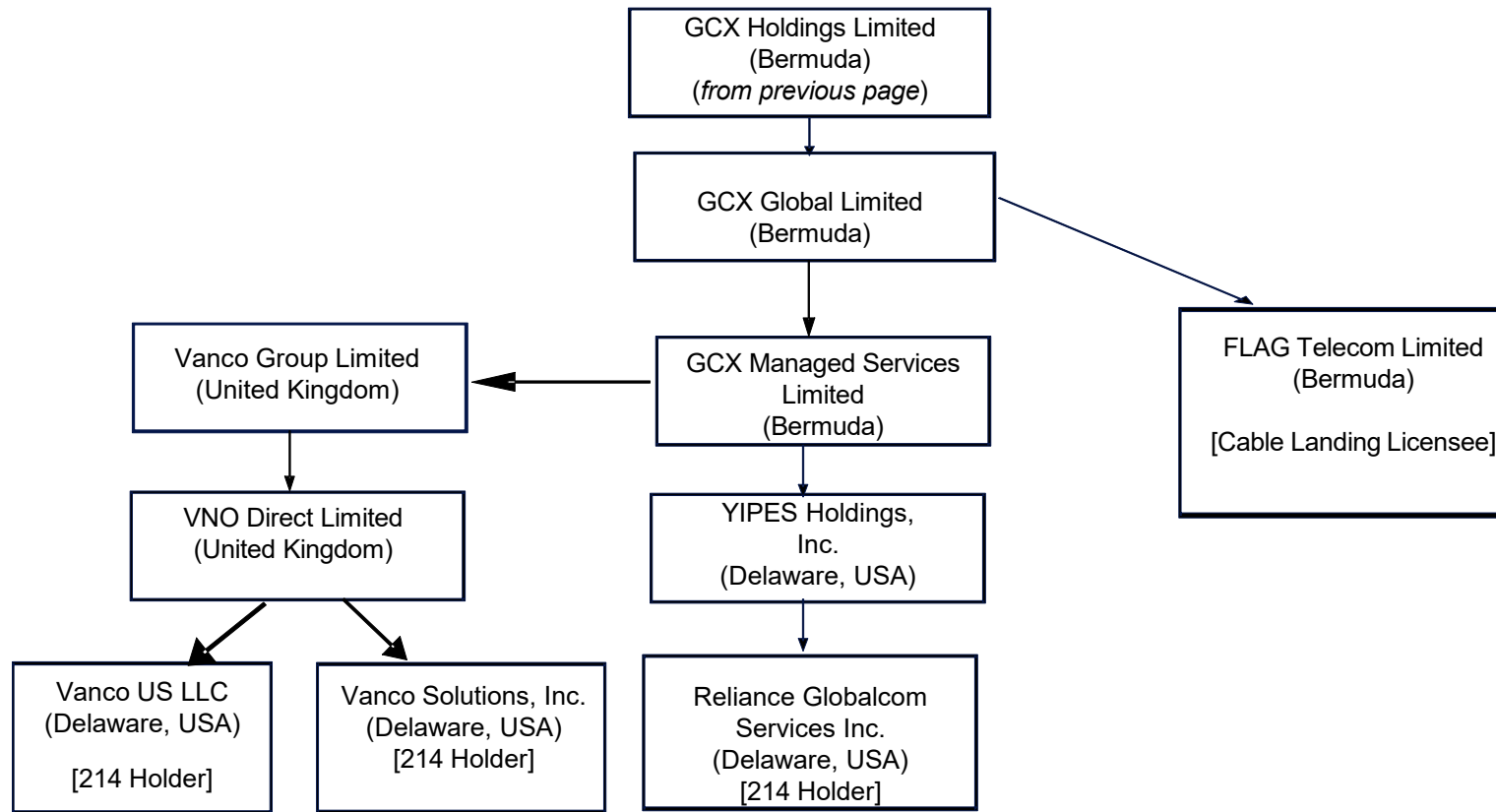
Post-close Organizational Structure Chart



NOTES:

1. Disclosing indirect ownership interests in Licensees.
2. No other entity holds a disclosable interest.
3. Voting and equity interests equivalent, unless otherwise stated.
4. All links represent 100% direct ownership and control unless stated otherwise.
5. 3i plc provides support services to 3i Infrastructure plc.
6. 3i Investments plc is the exclusive investment manager to 3i Infrastructure plc.

Post-close Organizational Structure Chart



NOTES:

1. Disclosing indirect ownership interests in Licensees.
2. No other entity holds a disclosable interest.
3. Voting and equity interests equivalent, unless otherwise stated.
4. All links represent 100% direct ownership and control unless stated otherwise.

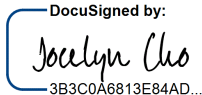
VERIFICATIONS

VERIFICATION

I, Jocelyn Cho, state that I am an Authorized Representative of GCX Holdings Limited (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company, its parents, subsidiaries and affiliates are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: November 22, 2021

By: 

Name: Jocelyn Cho

Title: General Counsel

For and on behalf of GCX Holdings Limited

VERIFICATION

I, Tim Short, state that I am an Authorized Representative of Reef Bidco Limited (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 23rd day of November, 2021.



By:

Tim Short
Partner – UK/Infrastructure, 3i Group plc
For and on behalf of Reef Bidco Limited
Dated: November 23, 2021



Federal Communications Commission

**INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY**
[Click here for [INSTRUCTIONS.](#)]

FCC Use Only

Menu

APPLICANT INFORMATION

Note: Use only standard punctuation. Please do not use special characters - such as ';' - in any of the fields below!

Enter a description of this application to identify it on the main menu:

Joint Application to Transfer Control of Reliance Globalcom Services, Inc. from GCX Holdings Limited to Reef Bidco Limited

1. Legal Name of Applicant

Name: Reef Bidco Limited Phone Number: +44 20 7975 3136

DBA

Name: Fax Number:

Street: 16 Palace Street E-Mail: Edward.Pike@3i.com

City: London State:

Country: GBR Zipcode: -

Attention: Edward Pike

2. Name of Contact Representative

Name: K.C. Halm Phone Number: 202-973-4200

Company: Davis Wright Tremaine LLP Fax Number: 202-973-4499

Street: 1301 K Street NW E-Mail: kchalm@dwt.com
Suite 500

City: Washington State: DC

Country: USA Zipcode: 20005 -

Attention: Relationship: Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

- ☐ c. Notification of Pro Forma Assignment of Section 214 Authority (**No fee required**)
- ☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (**No fee required**)

Date of Consummation: **Must be completed if you select c or d.**

Click here to answer questions 4-7 [Assignment or Transfer of Control Information](#)
(Please complete boxes 8a through 30, validate the page, and then return here to complete Items 4-7.)

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption ([See 47 C.F.R. Section 1.1114.](#))

- ☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required. [See Section 63.24.](#))
- ☐ Other(please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT

9. Description. (Summarize the nature of the application.)

Joint Application to Transfer Control of Reliance Globalcom Services, Inc. from GCX Holdings Limited to Reef Bidco Limited

10. In Attachment 1, please respond to paragraphs (c) and (d) of [Section 63.18](#) with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10."

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to [Section 63.18\(h\)](#) of the rules? ☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? ☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. ([See Section 63.09\(g\).](#)) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to [Section 63.24\(e\)](#), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. ([See Section 63.24\(d\).](#)) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. ([See Section 63.18 \(i\).](#)) The terms "foreign carrier" and "affiliated" are defined in [Section 63.09 \(d\) & \(e\)](#) of the rules respectively. ☒ Yes ☐ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated

with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

☒ Yes ☐ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See [Section 63.10](#) of the rules.

☒ Yes ☐ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under [Section 63.10](#) of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under [Section 63.10](#) of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in [Section 63.10\(c\) & \(e\)](#) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in [Section 63.10\(c\) & \(e\)](#) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under [Section 63.10](#) of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in [Section 63.18\(k\)](#) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under [Section 63.10\(a\)\(3\)](#) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by [Section 43.61\(c\)](#) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under [Section 63.10\(c\)\(3\)](#) do(es) not collect settlement payments from U.S. international carriers. ([See Section 63.18\(l\).](#))

☐ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in [Section 43.61\(c\)](#) of the rules.

20. If the applicant desires streamlined processing pursuant to [Section 63.12](#) of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. ([See Section 63.18\(p\).](#)) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.	<input checked="" type="radio"/> Yes <input type="radio"/> No
22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for <i>pro forma</i> transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)	<input checked="" type="radio"/> Yes <input type="radio"/> No
23. If this filing is a notification of a <i>pro forma</i> assignment or transfer of control, the undersigned certify that the assignment or transfer of control was <i>pro forma</i> and that, together with all previous <i>pro forma</i> transactions, does not result in a change in the actual controlling party.	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> Not a Pro Forma
24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	<input checked="" type="radio"/> Yes <input type="radio"/> No
25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b) , for the definition of "party to the application" as used in this certification.	<input checked="" type="radio"/> Yes <input type="radio"/> No

CERTIFICATION

26. Printed Name of Assignor / Transferor GCX Holdings Limited	29. Printed Name of Assignee / Transferee Reef Bidco Limited
27. Title (Office Held by Person Signing) General Counsel	30. Title (Office Held by Person Signing) Partner - UK/Infrastructure
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Jocelyn Cho	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Tim Short
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

32. 1: <input type="text" value="Section 214 App"/>	2: <input type="text" value="Attachment"/>	3: <input type="text" value="Attachment"/>
---	--	--

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERF, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to Judith-B.Herman@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid

OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

[Menu](#)

FCC IBFS - Electronic Filing

Submission_id :IB2021004446

Successfully filed on :Nov 24 2021 1:44:09:346PM

[Return to Main Menu](#)



Federal Communications Commission

**INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY**
[Click here for [INSTRUCTIONS.](#)]

FCC Use Only

Menu

APPLICANT INFORMATION

Note: Use only standard punctuation. Please do not use special characters - such as ';' - in any of the fields below!

Enter a description of this application to identify it on the main menu:

Joint Application to Transfer Control of Vanco Solutions, Inc. from GCX Holdings Limited to Reef Bidco Limited

1. Legal Name of Applicant

Name: Reef Bidco Limited Phone Number: +44 20 7975 3136

DBA

Name: Fax Number:

Street: 16 Palace Street E-Mail: Edward.Pike@3i.com

City: London State:

Country: GBR Zipcode: -

Attention: Edward Pike

2. Name of Contact Representative

Name: K.C. Halm Phone Number: 202-973-4200

Company: Davis Wright Tremaine LLP Fax Number: 202-973-4499

Street: 1301 K Street NW E-Mail: kchalm@dwt.com
Suite 500

City: Washington State: DC

Country: USA Zipcode: 20005 -

Attention: Relationship: Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

- ☐ c. Notification of Pro Forma Assignment of Section 214 Authority (**No fee required**)
- ☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (**No fee required**)

Date of Consummation: **Must be completed if you select c or d.**

Click here to answer questions 4-7 [Assignment or Transfer of Control Information](#)
(Please complete boxes 8a through 30, validate the page, and then return here to complete Items 4-7.)

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption ([See 47 C.F.R. Section 1.1114.](#))

- ☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required. [See Section 63.24.](#))
- ☐ Other(please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT

9. Description. (Summarize the nature of the application.)

Joint Application to Transfer Control of Vanco Solutions, Inc. from GCX Holdings Limited to Reef Bidco Limited

10. In Attachment 1, please respond to paragraphs (c) and (d) of [Section 63.18](#) with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10."

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to [Section 63.18\(h\)](#) of the rules? ☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? ☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. ([See Section 63.09\(g\).](#)) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to [Section 63.24\(e\)](#), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. ([See Section 63.24\(d\).](#)) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. ([See Section 63.18 \(i\).](#)) The terms "foreign carrier" and "affiliated" are defined in [Section 63.09 \(d\) & \(e\)](#) of the rules respectively. ☒ Yes ☐ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated

with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

☒ Yes ☐ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See [Section 63.10](#) of the rules.

☒ Yes ☐ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under [Section 63.10](#) of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under [Section 63.10](#) of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in [Section 63.10\(c\) & \(e\)](#) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in [Section 63.10\(c\) & \(e\)](#) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under [Section 63.10](#) of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in [Section 63.18\(k\)](#) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under [Section 63.10\(a\)\(3\)](#) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by [Section 43.61\(c\)](#) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under [Section 63.10\(c\)\(3\)](#) do(es) not collect settlement payments from U.S. international carriers. ([See Section 63.18\(l\).](#))

☐ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in [Section 43.61\(c\)](#) of the rules.

20. If the applicant desires streamlined processing pursuant to [Section 63.12](#) of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. ([See Section 63.18\(p\).](#)) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.	<input checked="" type="radio"/> Yes <input type="radio"/> No
22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for <i>pro forma</i> transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)	<input checked="" type="radio"/> Yes <input type="radio"/> No
23. If this filing is a notification of a <i>pro forma</i> assignment or transfer of control, the undersigned certify that the assignment or transfer of control was <i>pro forma</i> and that, together with all previous <i>pro forma</i> transactions, does not result in a change in the actual controlling party.	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> Not a Pro Forma
24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	<input checked="" type="radio"/> Yes <input type="radio"/> No
25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b) , for the definition of "party to the application" as used in this certification.	<input checked="" type="radio"/> Yes <input type="radio"/> No

CERTIFICATION

26. Printed Name of Assignor / Transferor GCX Holdings Limited	29. Printed Name of Assignee / Transferee Reef Bidco Limited
27. Title (Office Held by Person Signing) General Counsel	30. Title (Office Held by Person Signing) Partner - UK/Infrastructure
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Jocelyn Cho	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Tim Short
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

32. 1: <input type="text" value="Section 214 App"/>	2: <input type="text" value="Attachment"/>	3: <input type="text" value="Attachment"/>
---	--	--

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERF, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to Judith-B.Herman@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid

OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

[Menu](#)

FCC IBFS - Electronic Filing

Submission_id :IB2021004449

Successfully filed on :Nov 24 2021 2:05:27:970PM

[Return to Main Menu](#)



Federal Communications Commission

**INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY**
[Click here for [INSTRUCTIONS.](#)]

FCC Use Only

Menu

APPLICANT INFORMATION

Note: Use only standard punctuation. Please do not use special characters - such as ';' - in any of the fields below!

Enter a description of this application to identify it on the main menu:

Joint Application to Transfer Control of Vanco US, LLC from GCX Holdings Limited to Reef Bidco Limited

1. Legal Name of Applicant

Name: Reef Bidco Limited Phone Number: +44 20 7975 3136

DBA

Name: Fax Number:

Street: 16 Palace Street E-Mail: Edward.Pike@3i.com

City: London State:

Country: GBR Zipcode: -

Attention: Edward Pike

2. Name of Contact Representative

Name: K.C. Halm Phone Number: 202-973-4200

Company: Davis Wright Tremaine LLP Fax Number: 202-973-4499

Street: 1301 K Street NW E-Mail: kchalm@dwt.com
Suite 500

City: Washington State: DC

Country: USA Zipcode: 20005 -

Attention: Relationship: Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (**No fee required**)

Date of Consummation: **Must be completed if you select c or d.**

Click here to answer questions 4-7 [Assignment or Transfer of Control Information](#)
(Please complete boxes 8a through 30, validate the page, and then return here to complete Items 4-7.)

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption ([See 47 C.F.R. Section 1.1114.](#))

☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required. [See Section 63.24.](#))

☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT

9. Description. (Summarize the nature of the application.)

Joint Application to Transfer Control of Vanco US, LLC from GCX Holdings Limited to Reef Bidco Limited

10. In Attachment 1, please respond to paragraphs (c) and (d) of [Section 63.18](#) with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10."

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to [Section 63.18\(h\)](#) of the rules? ☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? ☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. ([See Section 63.09\(g\)](#).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to [Section 63.24\(e\)](#), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. ([See Section 63.24\(d\)](#).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. ([See Section 63.18\(i\)](#).) The terms "foreign carrier" and "affiliated" are defined in [Section 63.09\(d\) & \(e\)](#) of the rules respectively. ☒ Yes ☐ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

☒ Yes ☐ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See [Section 63.10](#) of the rules.

☒ Yes ☐ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under [Section 63.10](#) of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under [Section 63.10](#) of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in [Section 63.10\(c\) & \(e\)](#) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in [Section 63.10\(c\) & \(e\)](#) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under [Section 63.10](#) of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in [Section 63.18\(k\)](#) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under [Section 63.10\(a\)\(3\)](#) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by [Section 43.61\(c\)](#) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under [Section 63.10\(c\)\(3\)](#) do(es) not collect settlement payments from U.S. international carriers. ([See Section 63.18\(l\).](#))

☐ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in [Section 43.61\(c\)](#) of the rules.

20. If the applicant desires streamlined processing pursuant to [Section 63.12](#) of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. ([See Section 63.18\(p\).](#)) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.	<input checked="" type="radio"/> Yes <input type="radio"/> No
22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for <i>pro forma</i> transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)	<input checked="" type="radio"/> Yes <input type="radio"/> No
23. If this filing is a notification of a <i>pro forma</i> assignment or transfer of control, the undersigned certify that the assignment or transfer of control was <i>pro forma</i> and that, together with all previous <i>pro forma</i> transactions, does not result in a change in the actual controlling party.	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> Not a Pro Forma
24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	<input checked="" type="radio"/> Yes <input type="radio"/> No
25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b) , for the definition of "party to the application" as used in this certification.	<input checked="" type="radio"/> Yes <input type="radio"/> No

CERTIFICATION

26. Printed Name of Assignor / Transferor GCX Holdings Limited	29. Printed Name of Assignee / Transferee Reef Bidco Limited
27. Title (Office Held by Person Signing) General Counsel	30. Title (Office Held by Person Signing) Partner - UK/Infrastructure
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Jocelyn Cho	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Tim Short

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

32. 1: Section 214 App	2: Attachment	3: Attachment
--	---	---

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to Judith-B.Herman@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

**THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995,
PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.**

Menu

INTERNATIONAL SECTION 214: TC or ASG

FILED

Joint Application to Transfer Control of Vanco US,
LLC from GCX Holdings Limited to Reef Bidco
Limited

Application Submission ID: **IB2021004450**

Applicant FRN: **0031667421**

Transferee/Assignee FRN: **0031667421**

Filed: **Nov 24 2021 2:08:19:073PM**

 [HTML](#)

 [Attachments](#)